

## Harlin Dean

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**From:** hd@blockcap.com  
**Sent:** Tuesday, July 27, 2021 10:12 AM  
**To:** Harlin Dean  
**Subject:** FW: Resignation letter

**BLCKCAP™**  
Harlin Dean | Chief Legal Officer  
[blockcap.com](http://blockcap.com)

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**From:** Karen Park <kpark@zukermangore.com>  
**Sent:** Sunday, July 25, 2021 10:05 PM  
**To:** hd@blockcap.com  
**Cc:** Clifford Brandeis <cbrandeis@zukermangore.com>; Vanida Narrainen <vnarrainen@zukermangore.com>; Christopher Dunlap <cdunlap@zukermangore.com>; Louise Tudor <ltudor@zukermangore.com>; Nicholas Plinio <nplinio@zukermangore.com>  
**Subject:** Fwd: Resignation letter

Harlin, please see exchange below with Michael Zhang at Cooley. Is this correct? It seems inconsistent with your letter (which I read as a resignation from, among other things, your officer position) and the written consent appointing the new officer slate that Cooley sent over yesterday.

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**From:** Zhang, Michael <[MZhang@cooley.com](mailto:MZhang@cooley.com)>  
**Sent:** Sunday, July 25, 2021 22:54  
**To:** Karen Park; Finan, Matthew O; Silverman, David I  
**Cc:** Clifford Brandeis; Vanida Narrainen; Christopher Dunlap; Louise Tudor; Nicholas Plinio  
**Subject:** RE: Resignation letter

What I'm hearing from Todd is that rather than have all Blockcap officers resign, the plan is to have all Blockcap officers as of the Effective Time remain as officers of Blockcap post-closing. So rather than remove any Blockcap officers, we're just adding Todd as an additional officer of Blockcap.

**Michael Zhang**

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**From:** Karen Park <[kpark@zukermangore.com](mailto:kpark@zukermangore.com)>

**Sent:** Sunday, July 25, 2021 10:47 PM

**To:** Zhang, Michael <[MZhang@cooley.com](mailto:MZhang@cooley.com)>; Finan, Matthew O <[mfinan@cooley.com](mailto:mfinan@cooley.com)>; Silverman, David I <[dsilverman@cooley.com](mailto:dsilverman@cooley.com)>

**Cc:** Clifford Brandeis <[cbrandeis@zukermangore.com](mailto:cbrandeis@zukermangore.com)>; Vanida Narrainen <[vnarrainen@zukermangore.com](mailto:vnarrainen@zukermangore.com)>; Christopher Dunlap <[cdunlap@zukermangore.com](mailto:cdunlap@zukermangore.com)>; Louise Tudor <[ltudor@zukermangore.com](mailto:ltudor@zukermangore.com)>; Nicholas Plinio <[nplinio@zukermangore.com](mailto:nplinio@zukermangore.com)>

**Subject:** Re: Resignation letter

[External]

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As far as I know, all officers are resigning from their positions as such. And Harlin's letter seems consistent with that. Am I missing something?

Karen S. Park

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**From:** Zhang, Michael <[MZhang@cooley.com](mailto:MZhang@cooley.com)>

**Sent:** Sunday, July 25, 2021 22:40

**To:** Karen Park; Finan, Matthew O; Silverman, David I

**Cc:** Clifford Brandeis; Vanida Narrainen; Christopher Dunlap; Louise Tudor; Nicholas Plinio

**Subject:** RE: Resignation letter

Thanks, Karen. Sounds like Core and Blockcap have been discussing, so I'm happy to help paper the agreed-upon arrangement. Just so we're clear on what Blockcap will look like upon closing:

1. All Blockcap directors will resign.
2. Mike Levitt will be appointed as the sole director of Blockcap.
3. None of the current officers of Blockcap will resign.
4. Core will add Todd as an additional officer of Blockcap.

If that's correct, do you think we'll need to waive part of Section 3.1(h)(vi), which says that the officers will resign from such officer's position effective as of the Closing? And what will Harlin's officer role be at Blockcap?

**Michael Zhang**

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**From:** Karen Park <[kpark@zukermangore.com](mailto:kpark@zukermangore.com)>

**Sent:** Sunday, July 25, 2021 9:09 PM

**To:** Zhang, Michael <[MZhang@cooley.com](mailto:MZhang@cooley.com)>; Finan, Matthew O <[mfinan@cooley.com](mailto:mfinan@cooley.com)>; Silverman, David I <[dsilverman@cooley.com](mailto:dsilverman@cooley.com)>

**Cc:** Clifford Brandeis <[cbrandeis@zukermangore.com](mailto:cbrandeis@zukermangore.com)>; Vanida Narrainen <[vnarrainen@zukermangore.com](mailto:vnarrainen@zukermangore.com)>; Christopher Dunlap <[cdunlap@zukermangore.com](mailto:cdunlap@zukermangore.com)>; Louise Tudor <[ltudor@zukermangore.com](mailto:ltudor@zukermangore.com)>; Nicholas Plinio <[nplinio@zukermangore.com](mailto:nplinio@zukermangore.com)>

**Subject:** FW: Resignation letter

**[External]**

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Hi Michael,

Attached is a revised form of resignation letter for Harlin Dean. We understand this has been shared with Todd DuChene and that he is ok with it. We are sending this along to close the loop for you so that there are no surprises at your end.

We understand that Peter Dorrius is likely to execute a similar form.

Please feel free to let us know of any questions.

Thanks,

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